

DOMINICA C. ANDERSON (SBN 2988)
 LUCAS M. GIOVIG (SBN 10053)
DUANE MORRIS LLP
 100 North City Parkway, Suite 1560
 Las Vegas, NV 89106
 Telephone: 702.868.2600
 Facsimile: 702.385.6862
 E-Mail: dcanderson@duanemorris.com
 lmjovig@duanemorris.com

WENDY M. SIMKULAK (PA 89452)
Admitted Pro Hac Vice
DUANE MORRIS LLP
 30 South 17th Street
 Philadelphia, PA 19103
 Telephone: 215.979.1000
 Facsimile: 215.979.1020
 E-Mail: wmsimkulak@duanemorris.com

Attorneys for Secured Creditor and Movant
 GERMAN AMERICAN CAPITAL
 CORPORATION

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re

WHITTON CORPORATION¹, a Nevada
 corporation,

☒ Affects this Debtor
☐ Affects all Debtors
☐ Affects South Tech Simmons 3040C, LLC,

Debtors.

Case No. 10-32680-bam
 Case No. 10-32857-bam

Chapter 11

Jointly Administered Under
 Case No. 10-32680-bam

**STIPULATION FOR ENTRY OF ORDER
 GRANTING RELIEF FROM THE
 AUTOMATIC STAY**

¹ Debtor was formerly doing business as the following entities: South Tech Brooks 2750, LLC, fdba Desert Pacific Properties, L.L.C., fdba South Tech Partners, LLC, fdba South Tech Real Estate Services, LLC, fdba South Tech-Polaris, LLC, fdba South Tech Dean Martin 7625, LLC, fdba South Tech Annie Oakley, LLC, fdba TEH Investments, LLC, fdba South Tech Seven Hills, LLC, fdba South Tech Construction Corp., fdba South Tech Cheyenne 2475, LLC, fdba South Tech Cheyenne West 2455A LLC, fdba South Tech Kleppe, LLC fdba, South Tech Stephanie 1000, LLC, fdba South Tech Development, LLC, fdba South Tech-Russell, LLC, fdba South Tech Glendale 155, LLC, fdba South Tech Greg, LLC, fdba South Tech - Rio, LLC, fdba South Tech - Diablo, LLC
 HELIOS OvBrooks 05/01/11
 HELIOS OvBrooks 05/02/11
 LVI 1380676v1 05/02/11

German American Capital Corporation ("Secured Creditor"), by and through its counsel, Duane Morris LLP and Whitton Corporation ("Debtor"), by and through its counsel, Fox Rothschild, LLP hereby enter this Stipulation For the Entry Of Order Granting Relief From Automatic Stay ("Stipulation and Order") and hereby agree as follows, subject to Bankruptcy Court approval:

RECITALS

1. Secured Creditor is the obligee and Debtor is the obligor under a Fixed Rate Note (the "Note") in the principal sum of \$2,100,000.00, secured by a first priority Deed of Trust and Security Agreement (the "Deed of Trust") recorded against certain real property of Debtor's bankruptcy estate commonly known as 2750 West Brooks Avenue, City of North Las Vegas, Clark County, Nevada, Assessor's Parcel Number 139-17-510-011 (the "Brooks Property").²

2. On December 5, 2010, Debtor filed a chapter 11 petition for relief ("Petition Date").

3. Prior to the Petition Date, one or more events of default occurred under the Note and Deed of Trust..

4. On April 19, 2011, Secured Creditor filed a motion (the "RFS Motion") seeking, among other things, relief from the automatic stay in order to exercise any and all available rights under the Note, Deed of Trust, related loan documents and applicable law [Docket No. 418].

5. On April 18, 2011 the Debtor filed a Plan of Reorganization [Docket No. 414] pursuant to which the Debtor shall not retain the Brooks Property, and, accordingly, without making any admissions but in order to save the costs of litigating the RFS Motion with respect to the Brooks Property, Debtor is willing to consent to stay relief solely as to the Brooks Property to permit Secured Creditor to exercise its rights and remedies with respect to the Brooks Property only.

² Capitalized terms used herein but not defined shall have the meaning given to those terms in the RFS Motion (as defined herein).

STIPULATION

6. Debtor and Secured Creditor agree to entry of this Stipulation and Order granting the RFS Motion as it applies to only to the Brooks Property to allow Secured Creditor to exercise any and all available rights and remedies under the Note, Deed of Trust, related loan documents and applicable law as to the Brooks Property only.

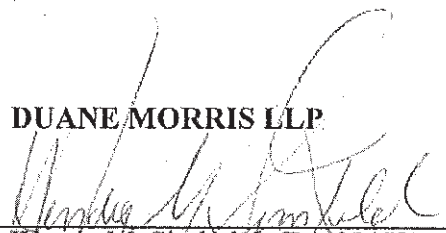
7. This Stipulation and Order is strictly limited to the portion of the RFS Motion as it applies to the Brooks Property only and shall and does hereby have no effect whatsoever on the portion of the RFS Motion as it applies to the Glendale Property and the Greg Property ("Glendale/Greg Portion of RFS Motion") and the Debtor, by entering and consenting to this Stipulation and Order, does not make any admissions and does not waive any rights, defenses, counterclaims, positions or opposition on any ground or basis it has or may have with respect to the Glendale/Greg Portion of the RFS Motion ("Debtor Opposition Rights"), and the Debtors reserve all Debtor Opposition Rights to the Glendale/Greg Portion of the RFS Motion and shall continue to have the ability to assert any and all Debtor Opposition Rights with respect to the Glendale/Greg Portion of the RFS Motion as if the Debtors had never entered and/or consented to the entry of this Stipulation and Order.

8. The fourteen (14) day stay of Federal Rule of Bankruptcy Procedure 4001(a)(3) is hereby waived.

SO AGREED:

Dated: May 3, 2011

DUANE MORRIS LLP


 Wendy M. Simkulak (PA 89452)
 Admitted Pro Hac Vice
 30 South 17th Street
 Philadelphia, PA 19103
 Telephone: 215.979.1000
 Facsimile: 215.979.1020
 E-Mail: wmsimkulak@duanemorris.com

Attorneys for Secured Creditor, German
 American Capital Corporation

FOX ROTHSCHILD, LLP

Dated May 3, 2011

/s/ Hal L. Baume

HAL L. BAUME, ESQ.

Admitted Pro Hac Vice

BRETT AXELROD, ESQ.

Nevada Bar No. 5859

ANNE M. LORADITCH, ESQ.

Nevada Bar No. 8164

3800 Howard Hughes Parkway, Suite 500

Las Vegas, Nevada 89169

Attorneys for Debtor, Whitton Corporation

ORDER

It is so **ORDERED**

Dated _____

Honorable Bruce A. Markell, United States
Bankruptcy Court Judge

###